

**AGREEMENT BETWEEN ADA COUNTY, IDAHO  
AND  
MOTOROLA, INC.  
FOR THE PURCHASE AND INSTALLATION OF A  
700 MHz DIGITAL TRUNKED SIMULCAST RADIO SYSTEM**

**THIS AGREEMENT** is made this 28<sup>th</sup> day of December, 2004, between MOTOROLA Inc., by and through its Commercial, Government, and Industrial Solutions Sector, 1301 East Algonquin Rd., Schaumburg, Illinois 60172 (hereinafter "MOTOROLA") and Ada County, Idaho, having offices at 650 Main Street, Boise, Idaho 83702 (hereinafter "THE COUNTY").

**WHEREAS**, the Ada County Board of Commissioners is charged by Idaho Code Title 31 Chapter 48 to operate the consolidated Ada County Communications Center as the consolidated emergency communications system for all public safety entities operated by the cities, fire districts, ambulance districts and Ada County; and

**WHEREAS**, THE COUNTY desires to obtain a 700 MHz DIGITAL TRUNKED SIMULCAST RADIO SYSTEM; and

**WHEREAS**, THE COUNTY published a Request for Information ("RFI") to determine the vendors that could provide a 700 MHz DIGITAL TRUNKED SIMULCAST RADIO SYSTEM; and

**WHEREAS**, the responses to the RFI indicated that MOTOROLA was the only vendor that could provide THE COUNTY with a 700 MHz system; and

**WHEREAS**, THE COUNTY contracted with MOTOROLA for a public safety radio engineering study for a 700 MHz system for Ada County; and

**WHEREAS**, the City of Boise was awarded a Interoperable Communications Technology grant from the Office of Community Oriented Policing Services ("COPS") for the installation of a 700 MHz Trunked Radio System for Ada County Emergency Communication Center Radio System; and

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(Motorola Number 04-13285/BKP)

**WHEREAS,** THE COUNTY was awarded a grant from the State of Idaho Department of Homeland Security for the purchase of a master site to aid in the operation of public safety radio systems throughout the State of Idaho; and

**WHEREAS,** THE COUNTY passed Resolution Number 1277 for the sole source procurement of hardware, software upgrades and maintenance services for the installation of a 700 MHz radio system for the Ada County Emergency Communications Center in accordance with all requirements under Idaho Code § 31-4003(2) for sole source procurement;

**NOW, THEREFORE,** in consideration of the mutual promises contained herein, the Parties hereby agree as follows:

## **ARTICLE 1**

### **GENERAL REQUIREMENTS**

MOTOROLA agrees to provide and make operational a 700 MHz DIGITAL TRUNKED SIMULCAST RADIO SYSTEM, and provide training and customer support as defined in this Agreement.

1.1 **SYSTEMS TO BE PURCHASED.** MOTOROLA and THE COUNTY agree that the 700 MHz DIGITAL TRUNKED SIMULCAST RADIO SYSTEM will be as defined in Exhibit A of this Agreement and provided by MOTOROLA.

1.2 **Acceptance Testing.**

A Test Plan acceptable to THE COUNTY will include, but not be limited to, the requirements in Section 6, Sample Acceptance Test Plan of Exhibit B - Ada County 700 MHz Engineering Study. This Acceptance Test Plan will be included in Exhibit A - Functional Specifications.

1.3 **Maintenance.**

Maintenance will be provided by MOTOROLA for all hardware and software purchased as more fully described in Exhibit C and Exhibit D of this Agreement. Maintenance will be provided by MOTOROLA at no cost to THE COUNTY during the Warranty Period.

1.4 **Training.**

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## **ARTICLE 1**

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1.1 **SYSTEMS TO BE PURCHASED.** MOTOROLA and THE COUNTY agree that the 700 MHz DIGITAL TRUNKED SIMULCAST RADIO SYSTEM will be as defined in Exhibit A of this Agreement and provided by MOTOROLA.

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A Test Plan acceptable to THE COUNTY will include, but not be limited to, the requirements in Section 6, Sample Acceptance Test Plan of Exhibit B - Ada County 700 MHz Engineering Study. This Acceptance Test Plan will be included in Exhibit A - Functional Specifications.

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Training will be provided by MOTOROLA for all hardware and software purchased as described in Exhibits A and B of this contract.

1.5 Replacement Models.

In the event that new equipment replacement models are announced by the equipment manufacturer during the implementation of this Agreement, THE COUNTY shall have the option to order functionally equivalent replacement models instead of the models listed in Exhibit B at the current list price.

1.6 Total Project.

<u>Total System Purchase Price</u>	<u>\$6,875,505.00</u>
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<u>System Description as described in Exhibit A</u>	
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THE COUNTY'S obligation to purchase the 700 MHZ RADIO SYSTEM shall be contingent upon the Board of County Commissioners of THE COUNTY appropriating the necessary funds for such payment by THE COUNTY in each fiscal year during the term of this Agreement. For the purposes of this paragraph, a fiscal year commences on October 1 of the year and continues through September 30 of the following year. In the event that the Board of County Commissioners of THE COUNTY fails to appropriate the necessary funds for any fiscal year, the Agreement will terminate at no additional cost or obligation to THE COUNTY. In such event, MOTOROLA shall have no further obligation to THE COUNTY and shall have the right to recover all items, products, documents, and materials for which THE COUNTY has not fully paid. All warranties given under the Agreement shall also be terminated except for warranties on products and services previously purchased and installed.

## ARTICLE 2

### AGREEMENT DOCUMENTS

2.1 This Agreement consists of the documents listed below. In the event of conflict among the provisions of the documents, the order of precedence shall be in the order listed.

2.1.1 This Agreement

2.1.2 Exhibit A - Functional Specification Documents

(Upon mutual approval of each document)

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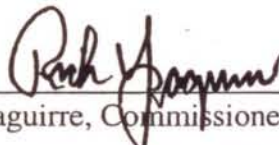
**ARTICLE 33**  
**ENTIRE AGREEMENT**

This Agreement constitutes the entire Agreement between the Parties and supersedes all prior discussion, negotiations, and agreements whether oral or written. Any amendment to this Agreement, including an oral modification supported by new consideration, must be reduced to writing and signed by both Parties before it will be effective.

**Board of Ada County Commissioners**

**ABSENT**

By: \_\_\_\_\_  
Judy M. Peavey-Derr, Chairman

By:   
Rick Yzaguirre, Commissioner

By:   
Fred Tilman, Commissioner

ATTEST:

  
J. David Navarro, Ada County Clerk

 for Vaughn Killeen  
Vaughn Killeen, Ada County Sheriff

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MOTOROLA, Inc.

By:

Robert Schasster  
Name: Robert Schasster  
Title: MCEI VP + Director

STATE OF California  
County of San Diego) ss.

On this 23rd day of December, 2004, before me, a notary public, personally appeared, Robert Schasster, known or identified to me to be the Vice President of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

Mary K. Rebert

Notary Public for California

Commission Expires 2-23-2008



REVIEWED AND APPROVED  
AS TO FORM  
Barbara K. Paddock  
BARBARA K. PADDOCK 12-23-04 Date  
MOTOROLA  
CONTRACTS AND COMPLIANCE DEPT.

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